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November 26, 2007

RECORDATION NO. 27102-B FILED

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SURFACE TRANSPORTATION BOARD

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed for efiling the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of November 21, 2007. The primary document to which this is connected is recorded under Recordation No. 27102. We request that this document be recorded under Recordation No. 27102-A.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

National City Commercial Capital Company, LLC
629 Euclid Ave., Suite 1510
Locator 01-3151
Cleveland, OH 44114

Lessee:

Polyone Corporation
33587 Walker Road
Avon Lake, OH 44012

A description of the equipment covered by the Memorandum of Lease Agreement consists of 78 covered hopper cars numbered TGCX 1209, 1210, 1214, 1215, 1216, 1220-1226, inclusive, 1228, 1229, 1231, 1232, 1233, 1235-1238, inclusive, 1240-1243, inclusive, 1245, 1248, 1251, 1252, 1254, 1255, 1259, 1260, 1261, 1264, 1265, 1269-1275, inclusive, 1278, 1281, 1284, 1287, 1288, 1291, 1292, 1294, 1295, 1298, 1299, 1300, 1309, 1311, 1315, 1321, 1322, 1323, 1326, 1327, 1328, 1330, 1331, 1338, 1340, 1344, 1346, 1349, 1356, 1357, 1358, 1366, 1370, 1374, and 1385.

Honorable Vernon A. Williams

November 26, 2007

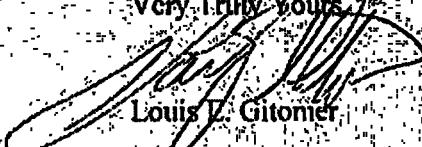
Page 2

A fee of \$35.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between National City Commercial Capital Company, LLC, 629 Euclid Ave., Suite 1510; Locator 01-3151, Cleveland, OH 44114; and Polyné Corporation, 33587 Walker Road, Avon Lake, OH 44012, consisting of 78 covered hopper cars numbered TGCX 1209, 1210, 1214, 1215, 1216, 1220-1226, inclusive, 1228, 1229, 1231, 1232, 1233, 1235-1238, inclusive, 1240-1243, inclusive, 1245, 1248, 1251, 1252, 1254, 1255, 1259, 1260, 1261, 1264, 1265, 1269-1275, inclusive, 1278, 1281, 1284, 1287, 1288, 1291, 1292, 1294, 1295, 1298, 1299, 1300, 1309, 1311, 1315, 1321, 1322, 1323, 1326, 1327, 1328, 1330, 1331, 1338, 1340, 1344, 1346, 1349, 1356, 1357, 1358, 1366, 1370, 1374, and 1385.

Very Truly Yours,


Louis E. Gitomer

Enclosure

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

This MEMORANDUM OF LEASE AGREEMENT is made and entered into as of November 21, 2007, by and between NATIONAL CITY COMMERCIAL CAPITAL COMPANY, LLC ("Lessor") and POLYONE CORPORATION ("Lessee"), with reference to the following:

1. Pursuant to a Rail Lease Agreement, dated July 25, 2007 (the "Lease"), Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, the railroad equipment described in the Attachment hereto (the "Equipment").
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

NATIONAL CITY COMMERCIAL CAPITAL COMPANY, LLC

As Lessor

By: *John A. Pappas*
Name: John A. Pappas
Title: Vice President

POLYONE CORPORATION

As Lessee

By: *John D. Miller*
Name: John D. Miller
Title: Vice President

State of Ohio)
ss:

County of Kent)

On this 26 day of November 2007, before me personally appeared John Rastetter, to me personally known, who being duly sworn, says that he is V.P. of National City Commercial Capital Company, LLC, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

John Rastetter
Notary Public

My Commission expires on: 8/14/12



TRACY L. CARR
Notary Public, State of Ohio, Cuy. City
My Commission Exp. Aug. 14, 2012

State of Ohio)
ss:

County of Lorain)

On this 21st day of November 2007, before me personally appeared John Rastetter, to me personally known, who being duly sworn, says that he is President of PolyOne Corporation, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

Tracy L. Fenton
Notary Public

My Commission expires on: May 25, 2010

ATTACHMENT

Description of Railcars and Reporting Marks

<u>Equipment Description</u>	<u>Reporting Mark</u>	<u>Car-No</u>
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1209
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1210
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1214
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1215
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1216
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1220
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1221
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1222
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1223
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1224
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1225
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1226
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1228
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1229
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1231
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1232
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1233
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1235
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1236
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1237
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1238
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1240
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1241
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1242
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1243
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1245
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1248
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1251
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1252
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1254
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1255
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1259
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1260
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1261
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1264
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1265
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1269
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1270
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1271
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1272
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1273

1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1274
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1275
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1278
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1281
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1284
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1287
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1288
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1291
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1292
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1294
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1295
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1298
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1299
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1300
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1309
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1311
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1315
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1321
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1322
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1323
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1326
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1327
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1328
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1330
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1331
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1338
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1340
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1344
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1346
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1349
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1356
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1357
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1358
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1366
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1370
1980, ACF, 5,250 cubic feet covered hopper car	TGCX	1374
	TGCX	1385